



The David J. Joseph Company



August 7, 2006

RECORDATION NO. 26473-A FILED

AUG 09 '06

4-10 PM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated July 28, 2006 between the following two parties:

Assignee: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment involved in this transaction.

This filing is to appear in index as follows: Memorandum of Assignment and Assumption Agreement dated July 28, 2006 related to forty-six (46) railcars bearing reporting marks: JTSX 30000-30075, sporadic.

Please file this agreement as a secondary document under Recordation 26473-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 26473. The filing fee in the amount of \$34.00 is included in the enclosed check No. 581868. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

AUG 09 '06

4:10 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 28, 2006 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 12, 2006, between Assignor, as Lessor, and Martin Marietta Materials, Inc, for forty-six (46) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of July 28, 2006.

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: Executive Vice President &amp; CFO

**THE FIFTH THIRD LEASING COMPANY**

By: 

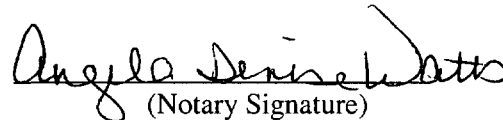
Name: Christopher S. Bell

Title: Vice President

STATE OF OHIO                     )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 28<sup>th</sup> day of July, 2006, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of July, 2006.

  
(Notary Signature)

My commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF )  
 ) SS:  
COUNTY OF )

On this 28<sup>th</sup> day of July, 2006, before me the subscriber,  
Angela Denise Watts, a Notary Public, duly commissioned, qualified  
and acting, within and for said County and State, appeared in person the within named  
Christopher S. Beel, to me personally known, who stated and acknowledged that  
he/she is the Vice President of The Fifth Third Leasing Company, an Ohio  
corporation, and duly authorized by authority of the Board of Directors or By-laws of said  
corporation in his/her capacity as such officer to execute and acknowledge this document for and  
in the name and on behalf of said corporation and further stated and acknowledged that he/she has  
so signed, executed and delivered this document as the free and voluntary act and deed of said  
corporation, for the consideration, uses and purposes therein mentioned and set forth and desired  
that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of  
July, 2006.

Angela Denise Watts  
(Notary Signature)

My commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Forty-six (46) railcars bearing reporting marks:

|      |       |      |       |
|------|-------|------|-------|
| JTSX | 30000 | JTSX | 30036 |
| JTSX | 30003 | JTSX | 30039 |
| JTSX | 30004 | JTSX | 30040 |
| JTSX | 30005 | JTSX | 30041 |
| JTSX | 30006 | JTSX | 30043 |
| JTSX | 30008 | JTSX | 30044 |
| JTSX | 30010 | JTSX | 30046 |
| JTSX | 30013 | JTSX | 30050 |
| JTSX | 30014 | JTSX | 30051 |
| JTSX | 30019 | JTSX | 30052 |
| JTSX | 30020 | JTSX | 30053 |
| JTSX | 30021 | JTSX | 30054 |
| JTSX | 30022 | JTSX | 30056 |
| JTSX | 30023 | JTSX | 30057 |
| JTSX | 30024 | JTSX | 30059 |
| JTSX | 30025 | JTSX | 30060 |
| JTSX | 30026 | JTSX | 30061 |
| JTSX | 30027 | JTSX | 30062 |
| JTSX | 30028 | JTSX | 30068 |
| JTSX | 30030 | JTSX | 30069 |
| JTSX | 30031 | JTSX | 30071 |
| JTSX | 30033 | JTSX | 30073 |
| JTSX | 30034 | JTSX | 30075 |

**LEASE:** Dated June 12, 2006 between The David J. Joseph Company and Martin Marietta Materials, Inc.